

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-01139 (KJC)

Jointly Administered

**PROPOSED ORDER AUTHORIZING ALLOWANCE OF FEES  
AND REIMBURSEMENT OF EXPENSES REQUESTED IN FINAL  
FEE APPLICATION OF LUKINS & ANNIS, P.S. AS ZAI ADDITIONAL SPECIAL  
COUNSEL FOR THE PERIOD  
FROM JULY 21, 2002 THROUGH DECEMBER 15, 2004**

UPON CONSIDERATION of the Final Fee Application of Lukins & Annis, P.S. for Allowance of Compensation and Reimbursement Expenses as ZAI Additional Special Counsel for the Period from July 21, 2002 through December 15, 2004 (the “Final Fee Application”); and the Court having reviewed the Final Fee Application; and there being no objections to the fees or expenses requested in the Final Fee Application; and the Court having found that (a) notice of the Final Fee Application was adequate under the circumstances; (b) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (c) this is a core proceeding pursuant to 28 U.S.C. §157(b)(2); (d) the fees requested in the Final Fee Application represent reasonable compensation for actual and necessary services rendered by the applicant as ZAI Additional Special Counsel from July 21, 2002 through December 15, 2004; (e) the expenses for which reimbursement is requested in the Final Fee Application represent actual and necessary expenses incurred by the applicant in the performance of its duties in these Chapter 11 cases from July 21, 2002 through December 15, 2004; and (f) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application. According, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Final Fee Application is APPROVED, and the fees of \$539,289.00 and expenses of \$42,716.68 as requested by Lukins & Annis P.S. in the Final Fee Application are hereby allowed and approved on a final basis.

2. This Court shall retain jurisdiction over all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2014  
Wilmington, Delaware

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HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE